

EXHIBIT 3

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

- - -

IN RE: AUTOMOTIVE PARTS
ANTITRUST LITIGATION

Case No. 12-md-02311

MDL NO. 2311

Hon. Marianne O. Battani

STATUS CONFERENCE

BEFORE THE HONORABLE MARIANNE O. BATTANI
United States District Judge
Theodore Levin United States Courthouse
231 West Lafayette Boulevard
Detroit, Michigan
Friday, June 15, 2012

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1 Detroit, Michigan
2 Friday, June 15, 2012
3 at about 10:00 a.m.

4 - - -
5 (Court and Counsel present.)

6 THE CASE MANAGER: All rise.

7 The United States District Court for the Eastern
8 District of Michigan is now in session, the Honorable
9 Marianne O. Battani presiding.

10 All those having business before this Honorable
11 Court, please draw near and you shall be heard. God save
12 these United States and this Honorable Court.

13 You may be seated.

14 Court calls Automotive Parts Antitrust Litigation.

15 THE COURT: Good morning.

16 ATTORNEYS PRESENT: (Collectively) Good morning,
17 Your Honor.

18 THE COURT: Gee, there are a lot of you here. I
19 didn't realize that so many of you would come. Okay.

20 All right. I'm very anxious for this meeting
21 because I want to find out what is going on, and, of course,
22 we just had a recent transfer order which you may have heard
23 about from the MDL, and actually that's the first thing on
24 the agenda.

25 I would like to follow the same protocol that we

1 MR. DAMRELL: Right.

2 THE COURT: Okay. Thank you.

3 MR. DAMRELL: Nothing further. Thank you, Your
4 Honor.

5 THE COURT: Thank you. Yes, sir?

6 MR. BECNEL: May it please the Court,
7 Daniel Becnel.

8 Bernie, with Labaton, and I appeared before the
9 panel to argue this case, and as you recall the last time we
10 were here when you were appointing lead counsel we said
11 there's some more things in the pipeline, we don't know
12 whether they are going to give them to you or they are going
13 to want to split them off, but when we appeared before the
14 panel the first thing they said we don't want you to argue
15 where this case is going to go, argue if you have anything to
16 say why Judge Battani shouldn't have these cases, and we both
17 agreed they should come here.

18 And the only issue you have to deal with now is --
19 and there are going to be some more in the pipeline. You
20 have the general number, and how you separate them is up to
21 you.

22 There's only two or three big cases that I can
23 recall where you've had this kind of complicated problem
24 where if they were all the same manufacturers or they were
25 all in the same associations, such as pedicle screws where

1 you had many manufacturers of pedicle screws, or breast
2 implants where you had many manufacturers but they were all
3 different, you know, it was Bristol Myers, it had Dow, it was
4 this one and that one.

5 The Chinese drywall is the most incredible one of
6 all, which I was in yesterday, we have a thousand defendants.
7 So what the judge did then is said look, each of you appoint
8 who you want and I will give an impromptu to who you appoint
9 to be lead counsel for the home builders or lead counsel for
10 the distributors or lead counsel for the manufacturers,
11 et cetera, because a lot of them had claims and cross claims
12 against each other, it is not me, it is the man behind the
13 tree that is responsible.

14 So I think we are in total agreement the leadership
15 you have appointed is fine. We don't know whether the
16 defendants are in total agreement, whether let's say a
17 Swedish company wants to be in the same boat with the
18 Japanese company. That's what you have to determine based
19 upon their recommendations to you and then you make the call
20 for balls and strikes. The only issue with the other cases
21 is this leadership is fine, we are all working together, I
22 don't think we have a problem, the issue is who do you want
23 to be responsible for the two new cases? Should you say you
24 guys get together and make this guy responsible or that lady
25 responsible or this person responsible, or do I have to

1 appoint somebody so I have somebody to look to to answer the
2 questions that I'm going to want answered in that particular
3 component?

4 THE COURT: Okay.

5 MR. BECNEL: But I think you are going to have some
6 more coming to you also so this is probably not the caboose
7 yet. Thank you, Your Honor.

8 THE COURT: But not 14,000, right?

9 MR. BECNEL: I hope not.

10 THE COURT: Okay. Well, when we first met and we
11 appointed lead counsel -- interim lead counsel, liaison,
12 et cetera, of course we didn't know these wouldn't be
13 separate -- the future ones would not be separate MDLs, but
14 right now, and I guess I would like some lead counsel to
15 approach the podium because I really don't intend to have
16 more counsel, I mean, this is just going to be too much. I
17 want to know can lead counsel handle other car parts?
18 Somebody want to speak?

19 MR. KANNER: Good morning, Your Honor.
20 Steve Kanner on behalf of direct plaintiffs.

21 On March 15th we appeared before Your Honor for the
22 first time. At that time in connection with our groups, the
23 organizational efforts with respect to the wire harness case
24 and incidentally our petition for lead counsel, we made a
25 pledge at that time. I think we have upheld that pledge.

1 That pledge was to work cooperatively with the direct
2 purchasers, the dealer classes and the indirect purchaser or
3 the end-payor classes to coordinate our efforts with
4 defendants and to promote the efficient prosecution of the
5 case. I think we have done that so far with wire harness. I
6 think the comments that were made earlier about using this
7 case, its organizational efforts as a template, are well
8 taken.

9 To directly answer your question, I would like to
10 provide some examples why I believe we can continue to
11 efficiently run these additional cases. To date plaintiffs
12 and defendants, as you well know, have had a number of meet
13 and confers both in person and telephonically which resulted
14 in I'm counting about six separate items.

15 Number one, we have completed a formal ESI
16 stipulation. Number two, we have completed a stipulation on
17 expert materials. Number three, we have coordinated
18 successfully a briefing schedule for defendants' motions to
19 dismiss, which, I believe, the first are to be filed in mid
20 July and those, of course, relate to the defendants who have
21 been served. Number four, we established a schedule for the
22 production of Grand Jury materials by those defendants who
23 have entered guilty pleas. I believe that production begins
24 sooner than might be in other cases, that would be
25 August 1st. It is scheduled to complete -- to be completed

1 by October. Fifth, we have agreed in principle to the
2 production by defendants of their transactional data,
3 critical, of course. Sixth, we have agreed on all but two
4 items, which are later on down the laundry list for today on
5 the discovery.

6 THE COURT: I have read them.

7 MR. KANNER: But I have to tell you, from my
8 experience in a number of these cases that's remarkable
9 progress. We have done so with a high degree of civility,
10 collegiality and cooperativeness both with the plaintiffs'
11 classes, and I have been in many cases where the subclasses
12 of plaintiffs or the various groups don't have a good working
13 relationship, and certainly I think it stands as a testimony
14 to our collective experience in the bar that we have been
15 working well, all those zealously with different sides, with
16 our colleagues on the defense bar who have demonstrated a
17 high degree of cooperativeness with us, so that's a positive.

18 THE COURT: Let me ask, what is your -- as lead
19 counsel now, your relationship with counsel who filed say a
20 wire harness case but is not lead counsel? How does that
21 stand? I just don't know. I have no idea how these counsel
22 who file a case and yet now they are not counsel on the case.

23 MR. KANNER: Well, when I first spoke to Your Honor
24 back in March I talked about how we had already created very
25 distinct assignment groups.

1 THE COURT: Right.

2 MR. KANNER: Those assignments have been given to
3 various attorneys in the plaintiffs' counsel group, which is
4 over 20 firms at this point. We are not duplicating our
5 work.

6 THE COURT: So they are assisting, they are doing
7 their work separate?

8 MR. KANNER: Absolutely.

9 THE COURT: As I told you in the beginning, I'm
10 concerned about fees and I know the fees are going to be
11 enormous, but I want to make sure there isn't a duplication
12 yet I want the other attorneys involved.

13 MR. KANNER: There isn't, Your Honor. In fact, we
14 have made it quite clear with correspondence to all of the
15 plaintiffs' firms working in the case that no efforts in this
16 case, no work that anyone does in this case should be done --
17 no time will be accepted on that unless it is through a
18 specific assignment by lead counsel.

19 We have established a time reporting mechanism. By
20 the end of every month all counsel must submit their time
21 broken down in detail with backup to one of the firms in
22 which to maintain on an Excel spreadsheet, and firms can't go
23 back two months to add time. We have been through this
24 before and we understand that certain mechanisms have to be
25 in place to ensure accuracy of time and to ensure that work

1 is done per assignment and not on a willy-nilly basis.

2 THE COURT: And I trust that. I think you should
3 all know, both in having these meetings and in working this
4 out, you know, I may have the final decision but I'm looking
5 to you with the experience to direct me in how to make that
6 decision.

7 MR. KANNER: Your Honor, we always keep in mind the
8 fact that you do have the final authority on that issue.

9 THE COURT: But I want you to keep in mind that I
10 want you all, because I think it is important, and you have
11 so far worked together so well because of your expertise and
12 that's why you were appointed as you were. So I just want to
13 be sure you're saying to me there is no problem with the
14 additional car parts coming under your group as interim lead
15 counsel?

16 MR. KANNER: That is exactly what we are saying,
17 Your Honor.

18 THE COURT: Okay. Very good. Thank you.

19 MR. KANNER: Thank you.

20 THE COURT: Anybody else?

21 MR. DAMRELL: Can I just make one comment?

22 THE COURT: See, you're deferring to him because he
23 was a judge, that's not fair.

24 MR. DAMRELL: Your Honor, the question arose
25 regarding leadership, and I think that kind of goes to the

1 notion of this template that has been referred to. As
2 counsel just indicated, there have been a number of things
3 that have occurred that really have streamlined the
4 procedures, and it seems to me that if you look at the MDL
5 order again itself I think it contemplates that the wire
6 harness case has taken the lead, as it were, and in the sense
7 that you're going to have tracks but you're going to have one
8 number, different products are going to be obviously in
9 separate tracks, but the notion that counsel for the three
10 classes have reached agreement with the defendants, all the
11 defendants in this case, on such key matters, it makes sense
12 that going forward that that same counsel maintain that role
13 because it obviously is going to be something that you are
14 going to be interested in in terms of what is accomplished
15 going forward in the wire harness case and some of the same
16 counsel are going to be representing the plaintiffs in the
17 other classes in the other cases.

18 Having -- if we were to -- if we were to change
19 that and have different roles for different attorneys and
20 different plaintiffs it seems to me that the efficiencies
21 that are gained by this order is --

22 THE COURT: I'm not going to change it. You don't
23 have to go on, there is no question about that.

24 MR. DAMRELL: Okay.

25 THE COURT: No, no, there's no question. I just

1 wonder, you know, you're sitting there and all of a sudden
2 your case becomes a little different than what you started
3 with, and I want to make sure everybody is comfortable with
4 that, that's all. I think it is very efficient to have the
5 same attorneys handle everything. I'm just -- I'm just
6 concerned, and maybe I can ask you this about that case that
7 Judge Zatkoff has because I can't take that from him, you
8 understand that, internally. I can't do it but -- I don't
9 know who the attorneys are on that.

10 Eric, you told me one was --

11 MR. PERSKY: My name is Bernard Persky of the
12 Labaton Sucharow firm. We are co-lead counsel for the
13 end-payor plaintiffs.

14 We filed the first auto bearing case, we filed it
15 in the Eastern District as a related matter. It arises from
16 the same exact Government investigation by the FBI out of the
17 Detroit office. And, yes, there are not overlapping
18 defendants but it is the same kind of conspiracy under the
19 same investigation by the Government. In our view it in
20 essence fits within what would normally be called a tagalong
21 case in the view of the MDL's transfer order. The Multi
22 District Litigation Panel, I believe, had in mind that auto
23 parts come your way. We don't expect -- we don't know what
24 beyond the auto bearing cases there are. We know that the
25 safety systems case, which Your Honor has now accepted, has

1 an overlapping defendant so that's common with defendants in
2 the other cases that you have. As to auto bearings it is our
3 view that the appropriate thing to do is to apply to the
4 Multi District Litigation Panel, not to the judge who
5 currently has it in the Eastern District of Michigan, and
6 persuade the panel that it is a tagalong case that should be
7 before Your Honor, and it will have its own track, its own
8 scheduling, but the same plaintiffs' counsel would be running
9 it on behalf of the various plaintiffs' classes.

10 So with all due respect, Your Honor, we think it
11 should be here, and we along with whoever else wants to join
12 us will take the steps that are appropriate and necessary to
13 ask the panel to send it to Your Honor.

14 THE COURT: Good.

15 MR. PERSKY: Thank you.

16 THE COURT: Thank you. That settles that issue.

17 All right. Now --

18 MR. CUNEO: Your Honor --

19 THE COURT: Oh, I'm sorry.

20 MR. CUNEO: Jonathan Cuneo, and we are here with
21 some of my colleagues for the auto dealers.

22 We wanted to identify with the remarks that
23 Mr. Kanner made about his group. Our group is in the process
24 of establishing the same internal controls, and we have been
25 working very well with both the direct purchasers and the end

1 users. And a measure of that is just this morning a group of
2 them persuaded me and I believe my colleagues that the
3 approach that Mr. Fink outlined to the Court early this
4 morning was acceptable to us. And in that regard we are at
5 least at the current time, as I stand before you, have been
6 conceptualizing this in a different way, which was by
7 defendants as opposed to by part, at least as far as the
8 subsequent filings to wire harness, but we are prepared to
9 retrofit our thinking, file amended complaints, and do it in
10 the way that the Court prefers, and we have no problem with
11 the program that Mr. Fink suggested.

12 THE COURT: Good, very good. Thank you.

13 MR. CUNEO: So that is evidence of cooperation
14 right here in your courtroom.

15 THE COURT: That certainly is. I do want to say to
16 any defendants, I hope you don't mind sitting in the jury
17 box, you know.

18 MR. FINK: Your Honor, we just want it to be clear,
19 that this is a temp -- they are not going to be in the jury
20 box at the end.

21 THE COURT: We will see. We will see. Does any
22 defendant have any other statement they want to make about
23 this?

24 MR. IWREY: Your Honor, Howard Iwrey from Dykema.

25 THE COURT: Could you come to the podium, please?

1 that point and it will be preserved for the Court's ruling.

2 Okay. I think that takes care of all of the issues
3 in the plan and protective order, so we have covered all of
4 these items. I'm going to ask counsel, plaintiffs and
5 defendants, to get together to submit orders that are
6 consistent with what we did here today.

7 I know from your papers that you were talking about
8 another conference after the motions are resolved. I don't
9 want to wait quite that long. I think we need to just see to
10 it administratively that things are moving along and that we
11 don't have any great delay. So my suggestion would be this,
12 I know defendants don't have designated counsel except for
13 what we did today about the IT, but you may want to -- you
14 are certainly all welcome to come, but you may want to get
15 together and have a few of you come. I just want to have a
16 status conference, I'm thinking, and I will send out notice
17 of this, I'm thinking of November because then everything
18 would have been filed though not heard or ruled on or
19 anything else, but we would have all of the briefing in just
20 to see that we are all on the same page.

21 I'm only requiring liaison counsel to come so that
22 you don't all have to come from wherever. Obviously I will
23 send out notice and whoever wants to come can, but what I'm
24 trying to tell you is you don't all have to show up. This is
25 just so we can make sure -- I can feel confident that the

1 case is moving along as scheduled. So we will submit
2 probably sometime in October the date for the November
3 meeting.

4 MR. ALTERMAN: Your Honor, would it be possible
5 for --

6 THE COURT: Could you give your name?

7 MR. ALTERMAN: Irwin Alterman. Would it be
8 possible for some people to participate by telephone or is
9 that too cumbersome?

10 THE COURT: Well, ordinarily I do a lot by
11 telephone but with the number of people here I think we would
12 be getting everybody wanting to participate by telephone and
13 I'm not going to go there at this point.

14 MR. TUBACK: Just one quick question, the Court
15 indicated it was going to set a hearing date for November in
16 October, if the Court can do so --

17 THE COURT: Oh, no, no, a hearing date?

18 MR. TUBACK: The next status conference date.

19 THE COURT: Right.

20 MR. TUBACK: If the Court could set the November
21 date as early as possible so we can block off our calendar
22 that would be very useful?

23 THE COURT: Okay. I mean, I have nothing scheduled
24 for November -- I do have trials, I do have some big trials,
25 but we will do it as soon as possible. Thank you.

1 Before we close is there anything else? I want to
2 say I'm really impressed with how you are cooperating and how
3 organized and obviously your experience comes through so
4 well. I appreciate it. It is really a good opportunity for
5 me to deal with excellent counsel in a very fascinating case,
6 so I thank you. Good luck. All right.

7 THE CASE MANAGER: All rise. Court is adjourned.

8 (Proceedings concluded at 11:59 a.m.)

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CERTIFICATION

I, Robert L. Smith, Official Court Reporter of the United States District Court, Eastern District of Michigan, appointed pursuant to the provisions of Title 28, United States Code, Section 753, do hereby certify that the foregoing pages comprise a full, true and correct transcript taken in the matter of In Re: Automotive Parts Antitrust Litigation, Case No. 12-MDL-2311, on Friday, June 15, 2012.

s/Robert L. Smith
Robert L. Smith, RPR, CSR 5098
Federal Official Court Reporter
United States District Court
Eastern District of Michigan

Date: 06/18/2012

Detroit, Michigan